

## PART 1

### KERNOW HEALTH CIC (the “Company”) (Company No. 07551978)

#### Minutes of a meeting of the Board of Directors of the Company held at 08:00 on Wednesday 26 May 2021 via Microsoft Teams Video-conferencing

<b>Present:</b>	<b>Name</b>	
<b>Executive Directors:</b>	<b>Dr Adam Ellery</b>	Chair/ GP partner
	<b>Dr Jonathan Katz</b>	Medical Director
	<b>Mr Mark Woolcock</b>	CEO, Kernow Health CIC
	<b>Ms Maria Harvey</b>	Director of Integrated Community Care Services
	<b>Mr Kieran Bignell</b>	Director of Integrated Urgent Care Services
	<b>Mrs Laura Wheeler</b>	Director of Integrated Primary Care Services
	<b>Mrs Tyra Fox</b>	Director of Corporate Services
<b>ICA Director and Deputy Representatives:</b>	<b>Dr Malcolm McKendrick</b>	ICA Board Director Member representing North and East Cornwall/ GP partner
	<b>Dr Andy May</b>	ICA Board Director Member representing Central Cornwall/ PCN Clinical Director/ GP partner
	<b>Dr Andrew Craze</b>	ICA Board Director Member representing West Cornwall/ GP Partner
<b>Non-Executive Directors:</b>	<b>Mr Stephen Holby</b>	Non-Executive Director/ Managing Partner, Carn to Coast Health Centres
	<b>Mr Gary Jennings</b>	Independent Non-Executive Director
<b>In Attendance</b>	<b>Ms Emma Ridgewell-Howard</b>	<b>CEO of Kernow LMC</b>
	<b>Ms Jemma Ignaczak</b>	<b>Executive Assistant (Minute Taking)</b>

#### CHAIRMAN

Dr Adam Ellery chaired the meeting throughout.

#### NOTICE AND QUORACY

The Chair reported that due notice of the meeting had been given to all directors and that the meeting was quorate. Accordingly, the Chair declared the meeting open.

2021/33	<b>Apologies</b> There were no apologies received.
2021/34	<b>Declaration of any New Interests / Conflicts of Interest for Part 1 Agenda items</b>
2021/34a	<b>Declarations of Interests Register</b> There were no further declarations of interest to register.
2021/34b	<b>Conflicts of Interest for Part 1 Agenda Items</b> <b>AGREED:</b> Each of the Directors confirmed that they had no direct or indirect interest in the business proposed to be transacted in <u>Part 1</u> of the Board meeting which they would be required to disclose in accordance with section 177 of the Companies Act 2006 and the Articles of Association of the Company.
2021/34c	<b>Board Attendance Register</b> The register was noted.
2021/35	<b>Approval and ratification of Part 1 Board Minutes of the meeting held on 28 April 2021</b>  <b>Amendments:</b>  Page 8 - The agreed section at the end of item 2021/30 should read: <i>The Board agreed for the Committee in Common meetings to be stood down and for Dr Ellery or Mr Woolcock to attend the LMC Committee as a non-voting observer and LMC Executive meetings as needed.</i>  <b>AGREED:</b> Following a preview of the minutes by Dr Ellery, Mr Woolcock and Mr Holby and the amendment above, the Board approved and ratified the Part 1 minutes of the Board meeting held on the 28 April 2021 as a true and accurate record and signed by the Chair.  <b>ACTION:</b> Ms Ignaczak to amend the minutes accordingly and arrange for the ratified minutes from 28 April 2021 to be uploaded to the website.
2021/35a	<b>Matters Arising and Action Grid from the Board minutes of the 28 April 2021</b>  <u>The following actions were completed and closed:</u>  2021/28a – Policy Ratification. Ms Harvey to bring back the Apprenticeship Policy to the next Board meeting for approval. It was noted there was a small typo on the Apprenticeship Policy, which was amended by Ms Harvey. The Apprenticeship Policy was therefore approved.

	<p><u>Matters Arising (actions remaining open):</u></p> <p>2021/28b – Corporate Risk Register. Ms Harvey to arrange for review of the risk level given for KH34 - Patient Harm at the next Governance Committee meeting (scheduled for 8 June).</p> <p>2021/31 – Communications Manager and Officer update. Mrs Wheeler to report back to the Board on progress following conversations around offering communications assistance to practices.</p> <p>The action grid was updated and completed actions closed.</p> <p>There were no other matters arising from the meeting.</p> <p><i>Dr Malcolm McKendrick joined the meeting at this point.</i></p>
2021/36	<p><b>Policies and updated Corporate Risk Register</b></p> <p><b>Policy Ratification</b></p> <p>The Board was asked to ratify the following policies, which had been robustly reviewed and agreed by the Governance Committee on the 13 April 2021.</p> <ul style="list-style-type: none"> <li>• Bullying and Harassment Policy v3.0</li> <li>• Annual Leave Policy v3.0</li> </ul> <p>Dr McKendrick noted item 6.8 of the Annual Leave Policy and asked whether the term 'staff' included the clinicians that work for the organisation. Mr Woolcock confirmed that 'staff' referred to clinicians only in this case, as many of the other teams would not be subject to the restrictions listed in 6.8. The managers in the IUCS do follow these rules to set the right example. Mr Woolcock noted that every policy will have an impact and equality assessment as an appendix, adding that the Annual Leave Policy was the first policy to be presented at the newly formed Employee Forum.</p> <p><b>AGREED:</b> The Board approved and ratified the Bullying and Harassment and Annual Leave Policies.</p>
2021/37	<p><b>Corporate Risk Register</b></p> <p>Ms Harvey commented that there had been no changes to the Corporate Risk Register since the last Board meeting. An exercise had been undertaken to review the closed risks (as was standard practice) to ensure no items needed to be reinstated. Ms Harvey was aware of the action to review the level given to Patient Harm (KH34) and the outcome would be brought back to Board in June following the next Governance Committee.</p> <p>Mr Holby commented that some of the issue may lie with the terminology on the grid itself.</p>

	<p>Ms Harvey replied that it was a fair point and one of the reasons they spent a long period of time choosing the rating at the last Governance Committee meeting.</p> <p>Mr Holby added that it would be worth considering what the terminology should be, as having degrees of risk that are 'less than possible' was strange.</p> <p>Mr Woolcock commented that these were taken from the industry standard terminology that KHCIC were required to adopt.</p> <p><b>AGREED:</b> The Board noted that there had been no updates on the Corporate Risk Register.</p>
2021/38	<p><b>Finance Terms of Reference</b></p> <p>Dr Katz commented that there had been the addition of the Director of Integrated Urgent Care Services to the Terms of Reference as a voting member.</p> <p>Mr Holby asked for clarity that item 1.4 in the Finance and Remuneration Terms of Reference be changed to read "at which remuneration of, or any other matter relating to, the Chief Executive"</p> <p><b>ACTION:</b> Mrs Fox to update the Finance and Remuneration Terms of Reference accordingly.</p>
2021/39	<p><b>HR Update</b></p> <p>Mrs Fox commented that the HR Manager and HR Assistant roles had been advertised. Shortlisting was currently underway for the HR Manager role with interviews to take place on 2 June. The HR Assistant role will close for applications on 28 May with interviews planned for 7 June. Mrs Fox added that she, Mrs Wheeler and Ms Harvey would be on the interview panel for the HR Manager role. Mrs Fox further commented that nine applications had been received so far, with some at an exceptional standard and was encouraged by this.</p> <p>Mr Woolcock reported that the whole of the KHCIC back-office support had been provided via an SLA with RCHT through the IUCS contract. This includes finance, HR, recruitment, and payroll. KHCIC are gradually moving resources in house as this will help to build a more resilient organisation going forward.</p>
2021/40	<p><b>Any Other Business</b></p> <p>There was no further business discussed.</p>
	<p>END OF PART 1</p>

**AGREED/ DECISIONS:**

1. The Board approved the latest version of the Declarations of Interest Register and all the additions and amendments made.
2. Each of the Directors confirmed that they had no direct or indirect interest in the business proposed to be transacted in Part 1 of the Board meeting which they would be required to disclose in accordance with section 177 of the Companies Act 2006 and the Articles of Association of the Company.
3. Following a preview of the minutes by Dr Ellery, Mr Woolcock and Mr Holby and the amendment above, the Board approved and ratified the Part 1 minutes of the Board meeting held on the 28 April 2021 as a true and accurate record and signed by the Chair.
4. The Board approved and ratified the Bullying and Harassment and Annual Leave Policies.
5. The Board noted there had been no updates on the Corporate Risk Register.

**FINAL COPY - RATIFIED**

Signed by the Chair:

Dated: 23 June 2021